

Exhibit A
October Fee Application

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JF)
) (Jointly Administered)
)
Debtors.)
Objection Deadline: December 17, 2001 at 4:00 p.m.
Hearing Date: TBD only if necessary

NOTICE OF FILING OF FOURTH MONTHLY FEE APPLICATION

To: (1) Office of the United States Trustee; (2) Counsel to the Debtors; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the Equity Committee; and (7) Counsel to the debtor-in-possession lenders (the "DIP Lenders").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reed Smith, Special Asbestos Products Liability Defense Counsel to the above-captioned debtors and debtors in possession in the above captioned chapter 11 cases, filed and served the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Fourth Monthly Interim Period from October 1, 2001 through October 31, 2001 and the Summary in connection therewith, seeking compensation in the amount of \$229,036.50 and reimbursement for actual and necessary expenses in the amount of \$10,314.97 (the "Fee Application").²

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, an objection to the attached Fee Application on or before December 17, 2001 at 4:00 p.m.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Reed Smith, Special Asbestos Products Liability Defense Counsel for the Debtors, James J. Restivo, Jr., Esq., Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, PA 15219 (fax no. 412.288.3063); (ii) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312.861.2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302.652.4400); (iii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212.806.6006),

² Pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on May 3, 2001 (the "Order"), Reed Smith will only be paid \$183,229.20, 80% of the compensation represented in this Fee Application, plus 100% of actual and necessary expenses. Reed Smith will seek approval of the remainder of their compensation in a quarterly fee application that will be filed in accordance with the Order.

and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302.657.4901); (iv) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami Florida 33131 (fax number 305.374.7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302.575.1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212.644.6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (vi) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312.993.9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vii) Counsel to the Equity Committee, Thomas Moers Mayer, Esquire, Krane, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, New York 10022 (fax number 212.715.8000); and (viii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302.573.6497).

A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR REPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUEST IN THE FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 27, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
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and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412.288.3063

Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JF)
) (Jointly Administered)
)
Debtors.)

**SUMMARY OF THE VERIFIED APPLICATION OF REED SMITH LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL ASBESTOS PRODUCT LIABILITY DEFENSE
COUNSEL TO DEBTORS FOR THE FOURTH MONTHLY INTERIM PERIOD
FROM OCTOBER 1, 2001 THROUGH OCTOBER 31, 2001**

Name of Applicant: Reed Smith LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001,
effective as of April 2, 2001

Period for which compensation and
reimbursement is sought: October 1, 2001 through October 31, 2001

Amount of Compensation sought as actual,
Reasonable, and necessary: \$229,036.50

This an: ☒ monthly ☐ interim ☐ final application.

Prior Applications filed: Yes.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
8/28/01	4/2/01 through 7/31/01	\$40,583.00	\$356.92	No objections served on counsel	No objections served on counsel
9/27/01	8/1/01 through 8/31/01	\$90,113.00	\$4,048.11	Pending	Pending
10/26/01	9/1/01 through 9/30/01	\$155,804.00	\$6,971.66	Pending	Pending
11/27/01	10/1/01 through 10/31/01	\$229,036.50	\$10,314.97	Pending	Pending

As indicated above, this is the fourth application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.²

The total time expended for the preparation of this application is approximately 15 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$4,500.00.

The Reed Smith attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	34.50	\$13,110.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	61.50	\$20,910.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	55.90	\$18,167.50
Andrew J. Trevelise	Partner	22 Years	Litigation	\$325.00	10.30	\$3,347.50

² Any capitalized terms not defined herein have the meaning ascribed to them in the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Fourth Monthly Interim Period from October 1, 2001 through October 31, 2001.

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James W. Bentz	Partner	13 Years	Litigation	\$260.00	73.45	\$19,097.00
Stephen J. DelSole	Associate	7 Years	Litigation	\$250.00	22.20	\$5,550.00
Traci Sands Rea	Associate	6 years	Litigation	\$240.00	2.10	\$504.00
Patricia E. Antezana	Associate	2 years	Litigation	\$180.00	21.70	\$3,906.00
Jayne L. Butcher	Associate	1 year	New Assoc.	\$180.00	84.70	\$15,246.00
Scott M. Cindrich	Associate	1 year	New Assoc.	\$180.00	187.00	\$33,660.00
Bryan C. Devine	Associate	1 year	New Assoc.	\$180.00	155.30	\$27,954.00
Jeffrey A. McDaniel	Associate	1 year	New Assoc.	\$180.00	19.80	\$3,564.00
Andrew J. Muha	Associate	1 year	New Assoc.	\$180.00	170.80	\$30,744.00
Lisa D. DeMarchi	Associate	1 year	New Assoc.	\$180.00	95.40	\$17,172.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	63.10	\$8,518.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	65.80	\$7,238.00
Kelly H. Gordon	Paralegal	2 Years	Litigation	\$120.00	2.90	\$348.00

Total Fees: \$229,036.50

Expense Summary

Description	Amount
Telephone Expense	\$ 59.81
Telephone Expense - Outside	63.35
Duplicating/Printing	1,159.80
Outside Duplicating	2,101.55
Document Production	52.50
Transcript Expense	90.00
Westlaw	67.16
Postage Expense	1.37
Courier Service	31.14
Courier Service - Outside	119.79
Secretarial Overtime	2,722.50
Lodging	1,143.45
Transportation	146.40
Air Travel Expense	1,409.00
Taxi Expense	178.00
Mileage Expense	258.32
Travel Meals	485.21
Miscellaneous	5.00
General Expense	<u>220.62</u>
Total	10,314.97

Dated: November 27, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
 1201 Market Street, Suite 1500
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Special Asbestos Products Liability Defense
 Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

**VERIFIED APPLICATION OF REED SMITH LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL ASBESTOS
PRODUCTS LIABILITY DEFENSE COUNSEL TO DEBTORS, FOR THE
FOURTH MONTHLY INTERIM PERIOD FROM OCTOBER 1, 2001 THROUGH
OCTOBER 31, 2001**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order") and Del.Bankr.LR 2016-2, the law firm of Reed Smith LLP ("Applicant" or "Reed Smith"), Special Asbestos Products Liability Defense Counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors") in their Chapter 11 cases, hereby

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

applies for an order allowing it (i) compensation in the amount of \$229,036.50 for the reasonable and necessary legal services Reed Smith has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that Reed Smith incurred in the amount of \$10,314.97 (the "Application"), for the period from October 1, 2001, through October 31, 2001 (the "Fee Period").

In support of this Application, Reed Smith respectfully states as follows:

Retention of and Continuing Disinterestedness of Reed Smith

1. On April 2, 2001 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On July 19, 2001, the Debtors were authorized by the Court to retain Reed Smith as Special Asbestos Products Liability Defense Counsel, effective as of the Petition Date ("Retention Order"). This Retention Order authorizes the Debtors to compensate Reed Smith at Reed Smith's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court. On May 3, 2001 this Court entered the Interim Compensation Order, pursuant to which this Fee Application is being filed.

3. As disclosed in the Affidavit of James J. Restivo, Jr. in Support of the Application of the Debtors to employ Reed Smith LLP as Special Defense Counsel for the Debtors

in Asbestos Product Liability Actions, (the "Restivo Affidavit"), filed July 2, 2001, Reed Smith does not hold or represent any interest adverse to the estates, and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. Reed Smith may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. Reed Smith disclosed in the Restivo Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Reed Smith will update the Restivo Affidavit when necessary and when Reed Smith becomes aware of any material new information.

5. This is the fourth application for monthly interim compensation for services rendered that Reed Smith has filed with the Bankruptcy Court in connection with the Chapter 11 Cases.

Reasonable and Necessary Services Rendered by Reed Smith

6. The Reed Smith attorneys who rendered professional services in the Chapter 11 Cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	34.50	\$13,110.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	61.50	\$20,910.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	55.90	\$18,167.50
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Bryan C. Devine	Associate	1 year	New Assoc.	\$180.00	155.30	\$27,954.00
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Lisa D. DeMarchi	Associate	1 year	New Assoc.	\$180.00	95.40	\$17,172.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	63.10	\$8,518.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	65.80	\$7,238.00
Kelly H. Gordon	Paralegal	2 Years	Litigation	\$120.00	2.90	\$348.00

Total Fees: \$229,036.50

7. Each of the persons who has performed service herein has kept daily time records setting forth the services and time expended in connection herewith.

8. The rates described above are Reed Smith's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that Reed Smith rendered during the Fee Period. Based on these rates and the services performed by each individual, the reasonable value of such services is \$229,036.50 [80% = \$183,229.20]. The Reed Smith attorneys and paraprofessionals expended a total of 1,126.45 hours for these cases during the Fee

Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

9. Further, Exhibit A (a) identifies the individuals that rendered the services, (b) describes each activity or service that each individual performed and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

Actual and Necessary Expenses

10. It is Reed Smith's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is Reed Smith's policy to charge its clients only the amount actually incurred by Reed Smith in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals, and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with allowances for class upgrades.

11. Reed Smith charges \$0.15 per page for duplication. Reed Smith does not charge clients for outgoing telecopier transmissions (other than related toll charges) or for incoming telecopier transmissions.

12. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by Reed Smith on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for Reed Smith's out-of-pocket expenses, totaling \$10,314.97.

Representations

13. Reed Smith believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

14. Reed Smith performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

15. Reed Smith has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Fed. R. Bank. P. 2016(b), Reed Smith has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of Reed Smith, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

17. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. Reed Smith reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, for the reasons set forth above, Applicant respectfully requests this Court to enter an order allowing, authorizing and directing payment of interim compensation in the amount of \$229,036.50 [80% = \$183,229.20] for legal services rendered on behalf of Debtors during the

period: October 1, 2001 through October 31, 2001, and reimbursement of expenses incurred during the same period in the amount of \$10,314.97.

Dated: November 27, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412-288-3063

Special Asbestos Products Liability Defense
Counsel

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number *****
Invoice Date 11/26/01
Client Number 172573

=====

Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Fees 229,036.50

TOTAL BALANCE DUE UPON RECEIPT \$ 229,036.50
=====

REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number *****
 Invoice Date 11/26/01
 Client Number 172573
 Matter Number 60026

=====

Re: (60026) Special Abestos Counsel

FOR PROFESSIONAL SERVICES PROVIDED THROUGH OCTOBER 31, 2001

Date	Name	Hours
-----	-----	-----
10/01/01	Atkinson	3.30
	Reviewing and printing summaries, images from Summation database of documents for attorney review(2.9); arrangements, e-mails re: coding documents(.4)	
10/01/01	Bentz	3.50
	Review of news articles regarding Grace and Libby(1.5); preparation of historical case defenses(1.5); corresponding with W. Sparks regarding witnesses and witness interviews(.5).	
10/01/01	Butcher	6.40
	Document Review	
10/01/01	Cameron	2.20
	E-mails regarding conference calls and meetings (.4); Review materials relating to potential experts and prepare outline regarding same (1.1); Review materials from J. Restivo regarding document issues (.7).	
10/01/01	Cindrich	6.70
	Document review.	
10/01/01	DeMarchi Sleight	2.90
	Document review	
10/01/01	DelSole	2.00
	Review of case authority concerning Grace liability for finalization of memorandum in relation to same.	
10/01/01	Devine	4.80
	Work on document review.	

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Date	Name		Hours
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10/01/01	Haines	Telephone call with Murphy, Green re: meeting with scanners(1.20); memos re: same(.70).	1.90
10/01/01	McDaniel	Continued document review	2.00
10/01/01	Muha	Document review.	9.00
10/01/01	Rea	Met with J. Restivo on discussions with contractors.	.20
10/01/01	Restivo	Review sampling of "hot documents"	2.00
10/01/01	Trevelise	Review correspondence from K. Coggon re: document production (.10); meeting with potential scanning companies (.10).	.20
10/02/01	Atkinson	Reviewing and printing summaries and documents from Summation for attorney review.	2.60
10/02/01	Bentz	Preparation of historical case defense(1.5); review of research regarding various defenses(.75).	2.25
10/02/01	Butcher	Document Review	3.80
10/02/01	Cameron	Prepare for and participate in conference call with R. Finke, A. Running, J. Hughes and consultant and various e-mails regarding same.	1.60
10/02/01	Cindrich	Document review.	8.50
10/02/01	DelSole	Conference with Attorney Sullivan regarding Daubert issues and memorandum to Attorney Cameron regarding same (1.0); review and summary of EPA materials regarding attic insulation (2.0).	3.00
10/02/01	Devine	Work on document review.	3.50
10/02/01	Flatley	Preparation for call with doctor, including message for R. Senftleben.	.40
10/02/01	McDaniel	Continued document review	4.00

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Date	Name		Hours
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10/02/01	Muha	Document review.	9.20
10/03/01	Atkinson	Reviewing, printing summaries for attorney review(3.3); arrangements for coding additional documents(.4).	3.70
10/03/01	Bentz	Preparation of historical case defense	2.70
10/03/01	Butcher	Document Review	.30
10/03/01	Cindrich	Document review.	5.30
10/03/01	DelSole	Research of on-line regulatory information concerning attic insulation and memoranda in relation to same.	5.00
10/03/01	Devine	Work on document review.	8.30
10/03/01	Flatley	Locating information on doctor (.10); call with R. Senftleben (.20).	.30
10/03/01	Haines	Telephone call with Trevelise; memos, prepare materials for meeting with scanning companies in Boston.	.80
10/03/01	McDaniel	Continued document review	3.10
10/03/01	Muha	Document review.	8.80
10/03/01	Restivo	Review sampling of documents reviewed	1.00
10/03/01	Trevelise	Telephone call with S. Haines re: meeting in Boston with scanning companies.	.10
10/04/01	Atkinson	Copies of Grace mark-up summaries and documents for J. Restivo to review(1.7); arrangements for coding/printing documents(3.6).	4.30
10/04/01	Bentz	Reviewing and summarizing articles regarding Libby(.75); review of memoranda regarding EPA websites and statements(.5); preparation of historical case defense(.5).	1.75

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Date	Name	Hours
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10/04/01	Cindrich Document review.	8.40
10/04/01	Devine Document review.	8.40
10/04/01	Flatley E-mails and responses (.20); call with J. Restivo (.10).	.30
10/04/01	Haines Meetings with scanning companies in Boston and conference call with Finke re: results of meeting re: resumption of document review.	8.00
10/04/01	McDaniel Continued document review	1.50
10/04/01	Muha Document review.	5.80
10/04/01	Restivo Document review and dictate notes	2.00
10/04/01	Trevelise Meeting at Casner & Edwards with Holme Roberts and Casner & Edwards and document scanning companies for completion of document review project and conference call with Richard Finke re: same (7.0).	7.00
10/05/01	Bentz Review of documents and memoranda.	3.00
10/05/01	Cameron Review fee application materials for monthly and quarterly fee application (1.20); Review materials for upcoming meetings with consultants (1.40).	2.60
10/05/01	Cindrich Document review.	7.00
10/05/01	DeMarchi Sleight Document review	1.70
10/05/01	Devine Document review.	8.20
10/05/01	Flatley Reply to e-mails re: conference (.20); review correspondence (.40); with D. Cameron (.20).	.80
10/05/01	Muha Document review.	5.40
10/06/01	Cameron Prepare for meetings in Washington, D.C. and Baltimore, M.D. with respect to potential consultants.	1.70

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Date	Name	Hours
10/08/01	Atkinson	Printing documents from Summation re: attorney review(2.0); reviewing files re: National exhibits for J. Bentz(.8).
10/08/01	Bentz	Review of documents.
10/08/01	Butcher	Document Review
10/08/01	Cameron	Review and revise fee application materials (.80); Prepare for meetings with consultants and telephone calls, e-mails and meetings with Reed Smith attorneys and/or R. Finke regarding same (2.40).
10/08/01	Cindrich	Document review.
10/08/01	DeMarchi Sleight	Document review
10/08/01	Devine	Work on document review.
10/08/01	Flatley	Review property damage committee briefs in anticipation of review of draft (1.50); reviewing correspondence and organizing follow up (1.60); with J. Bentz (.20); call with W. Sparks on scheduling and follow up on scheduling issues (.60).
10/08/01	McDaniel	Continued document review
10/08/01	Muha	Document review.
10/08/01	Restivo	Telephone call with R. Finke (0.3); revise documents (2.0); provide documents for D. Cameron meeting in D.C. (0.5)
10/08/01	Trevelise	Review correspondence re: scanning companies.
10/09/01	Atkinson	Reviewing files re: Grace standard exhibits, for J. Bentz(.9); printing documents from Summation for attorney review(5.4).

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Date	Name		Hours
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10/09/01	Bentz	Preparation of historical case defense(4.25); conference with J. Restivo and S. Del Sole(.5); review of publications(1.0).	5.75
10/09/01	Butcher	Document Review	1.20
10/09/01	Cameron	Prepare for and attend meetings in Washington, D.C. with Grace in-house counsel, T. Hardy and consultant concerning exposure issues and telephone call with J. Restivo regarding same (8.0); Prepare summary of meeting and review related materials (.8); Prepare for next day meetings (2.3).	11.10
10/09/01	Cindrich	Document review.	8.50
10/09/01	DeMarchi Sleight	Document review	6.00
10/09/01	DelSole	Conference with Attorneys Bentz and Restivo regarding regulatory statements concerning health hazard(1.30); review of same in relation to abatement activity(.70).	2.00
10/09/01	Devine	Work on document review.	8.10
10/09/01	Flatley	E-mails from/to D. Cameron re: various issues (.30); with J. Restivo re: documents issues (.20); call with W. Sparks and follow up on scheduling issues (.60).	1.10
10/09/01	McDaniel	Continued document review	.10
10/09/01	Muha	Document review.	9.10
10/09/01	Restivo	Memos re "public health" emergency (1.5); review documents (1.5); dictate document memos (0.5)	3.50
10/09/01	Trevelise	Review correspondence re: scanning companies for document production.	.20

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Date	Name		Hours
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10/10/01	Atkinson	Copies of summaries for J. Restivo to review(.5); printing documents from Summation for attorney review(4.1).	4.60
10/10/01	Bentz	Review of documents.	2.10
10/10/01	Cameron	Prepare for and attend meeting with A. Running, J. Hughes and industrial hygiene consultant regarding exposure issues and memo regarding same (6.); Meet with J. Hughes, W. Sparks and A. Running regarding witness issues (1.10); Prepare materials for 10/11 meeting in Baltimore with consultants and telephone call with R. Finke regarding same (1.3).	8.40
10/10/01	Cindrich	Document review.	8.40
10/10/01	DeMarchi Sleigh	Document review	7.10
10/10/01	Devine	Document review.	4.80
10/10/01	Flatley	E-mails to/from DEC (.20); review file and call with D. Cameron re: Washington meeting (.90); correspondence and J. Bentz memo (.20).	1.30
10/10/01	Muha	Document review.	9.10
10/10/01	Restivo	Document review and data relating to residential Libby review	5.00
10/10/01	Trevelise	Review correspondence re: potential scanning companies for document production.	.10
10/11/01	Atkinson	Reviewing and printing documents from Summation for attorney review.	3.80
10/11/01	Bentz	Review of documents in preparation of historical case defense.	1.10
10/11/01	Butcher	Document Review	.80

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Date	Name	Hours
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10/11/01	Cameron	7.60
	Prepare for and attend meeting with consultants regarding exposure issues and telephone call with R. Finke regarding same and return to Pittsburgh (6.2); Finalize memos regarding meetings with consultants on 10/9, 10/10, and 10/11 (1.4).	
10/11/01	Cindrich	7.00
	Document review.	
10/11/01	DeMarchi Sleigh	5.30
	Document review	
10/11/01	Devine	4.50
	Document review.	
10/11/01	Flatley	.50
	Call with W. Sparks re: scheduling and other issues (.40); message for J. Bentz and with J. Bentz re: scheduling (.10).	
10/11/01	Muha	7.90
	Document review.	
10/11/01	Restivo	2.80
	Review Libby residential data and send material to R. Finke	
10/11/01	Trevelise	.20
	Review correspondence and telephone call with K. Coggon re: scanning proposals.	
10/12/01	Atkinson	3.60
	Internet search re: doctor(.4); arrangements for Library to search for articles by doctor(.3); printing documents from Summation database for attorney review(2.9).	
10/12/01	Bentz	1.75
	Conference with L. Flatley regarding scheduled witness interviews(.5); Review of documents(1.25).	
10/12/01	Butcher	4.20
	Review documents	
10/12/01	Cameron	1.90
	Review and revise multiple memos regarding meetings with consultants and tasks necessary to complete work.	
10/12/01	Cindrich	9.30
	Document review.	
10/12/01	DeMarchi Sleigh	2.70
	Document review	

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Date	Name		Hours
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10/12/01	Devine	Document review.	7.00
10/12/01	Flatley	Arrangements for Philadelphia trip (.20); call with D. Kuchinsky and follow up with M. Atkinson and library (2.20); call with D. Cameron (.20); e-mails re: status of D. Kuchinsky issue (.40); preparation for Philadelphia trip (.60); with J. Bentz re: Philadelphia trip preparation (.40).	4.00
10/12/01	McDaniel	Continued document review	.20
10/12/01	Muha	Document review.	8.60
10/12/01	Rea	Reviewed e-mails on contractor issue	.10
10/12/01	Trevelise	Review correspondence re: status of attorney document review.	.10
10/13/01	Atkinson	Printing documents from Summation for attorney review.	2.40
10/13/01	Cameron	Finalize additional memoranda re: meetings and projects.	.80
10/14/01	Cameron	Prepare and finalize additional memos regarding meetings and outstanding tasks (1.2); Review and revise materials regarding fee applications (1.1).	2.30
10/14/01	Flatley	Preparation for J. Bentz meeting and trip to Philadelphia (1.30); preparation for conference call on Monday 10/15 (1.50).	2.80
10/14/01	Rea	Call with D. Cameron on witnesses	.10
10/14/01	Restivo	Document review (0.5); review medical/scientific documents (0.4)	.90
10/15/01	Atkinson	Checking on document review and printing documents from Summation.	.40

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Date	Name		Hours
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10/15/01	Bentz	Meeting with L. Flatley regarding preparation of historical case defense(1.0); review of documents(5.1).	6.10
10/15/01	Butcher	Document Review	4.30
10/15/01	Cameron	Prepare and revise materials relating to fee application (.9); Review and revise memos regarding consultants and exposure issues (1.4); Organize strategy memo and meet with J. Restivo regarding same (.9); Prepare e-mails regarding projects (.8).	4.00
10/15/01	Cindrich	Document review.	8.20
10/15/01	Devine	Document review.	8.80
10/15/01	Muha	Document review.	9.30
10/15/01	Rea	Calls to witnesses	1.50
10/15/01	Restivo	Meeting with D. Cameron (1.5); dictate memos re documents (0.5)	2.00
10/16/01	Atkinson	Reviewing and printing summaries from database for attorney review.	1.20
10/16/01	Bentz	Preparation for meeting with former Grace employees regarding various construction products.	5.00
10/16/01	Butcher	Document Review	6.80
10/16/01	Cindrich	Document review.	8.40
10/16/01	Devine	Document review.	7.50
10/16/01	Flatley	Call with W. Sparks (.10); outlining issues and otherwise preparing for Philadelphia meetings (6.30).	6.40
10/16/01	Haines	Correspondence, memos re: scanning company proposals (.5); telephone call with Weiler (on-site sourcing) re: same (.4).	.90

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Date	Name		Hours
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10/16/01	Muha	Document review.	5.90
10/16/01	Rea	Meet with L. Flatley re witnesses (0.4); reviewed e-mail from D. Cameron re testing (0.1)	.50
10/16/01	Restivo	Correspondence with R. Finke and document review	1.00
10/16/01	Trevelise	Review correspondence re: scanning company proposals.	.20
10/17/01	Atkinson	Reviewing, printing Summaries from Summation database for attorney review.	1.70
10/17/01	Bentz	Meeting and witness interviews with W. Sparks, L. Flatley; preparation of witnesses.	8.00
10/17/01	Butcher	Document Review	5.50
10/17/01	Cindrich	Document review.	8.30
10/17/01	DeMarchi Sleigh	Document review	1.10
10/17/01	Devine	Document review.	3.50
10/17/01	Flatley	Preparation for meetings, including with J. Bentz (1.50); with J. Bentz and W. Sparks and others (7.00).	8.50
10/17/01	Haines	Detailed review of scanning proposals; preparation of comparison chart for Trevelise (2.0); conference call with Murphy, Coggan, Trevelise re: scanning proposals (.5); multi conferences with Trevelise (.2); begin draft of scanning contract (.4); memo to Atkinson re: status of scanning/document review start-up (.1).	3.20
10/17/01	Muha	Document review.	5.20
10/17/01	Restivo	Review new material (1.0); update status report (0.5)	1.50

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Date	Name		Hours
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10/17/01	Trevelise	Conference with K. Coggon, M. Murphy re: proposals from scanning companies and review materials re: same.	.60
10/18/01	Antezana	Document review re various employees.	3.00
10/18/01	Atkinson	Reviewing and printing Summaries from database for attorney review.	2.60
10/18/01	Bentz	Review of Grace documents in preparation of historical case defense.	1.20
10/18/01	Butcher	Document Review	1.50
10/18/01	Cindrich	Document review.	6.40
10/18/01	DelSole	Review of open items memorandum concerning continued case handling (.2); conference with co-counsel regarding liability issues and review of same (.4); conference with co-counsel regarding Daubert issues and report concerning same (.4).	1.00
10/18/01	Devine	Work on document review.	5.20
10/18/01	Flatley	Reorganizing after Philadelphia trip (.50); with J. Restivo (.10); with new associate re: documents (.20); reviewing notes from Philadelphia meetings (1.20); messages from/to W. Sparks (.20).	2.20
10/18/01	Haines	Draft of scanning contract (3.5); memos re: change to On-Site pricing (.1); memos re: revisions to target sheet (.2).	3.80
10/18/01	Muha	Document review.	6.60
10/18/01	Restivo	Review documents and dictate memos (2.5); review open issues and dictate update (1.0)	3.50

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Date	Name		Hours
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10/18/01	Trevelise	Review correspondence from K. Coggon re: revised proposals for scanning.	.10
10/19/01	Atkinson	Reviewing, printing summaries from Summation database for attorney review.	1.30
10/19/01	Bentz	Preparation of memorandum regarding witness interviews (1.0); review of legal research regarding successor liability (1.1); review of Grace documents (1.0).	3.10
10/19/01	Butcher	Document Review	4.20
10/19/01	Cindrich	Document review.	8.00
10/19/01	DeMarchi Sleigh	Document review	3.60
10/19/01	Devine	Document review.	2.70
10/19/01	Flatley	Call with W. Sparks (.10); memorandum about Philadelphia trip (2.10); call with R. Senftleben re: e-mails (.20); e-mails and responses to same (.20); with T. Rea and call with T. Antezana re: documents (.30); call with J. Bentz (.20).	3.10
10/19/01	Haines	Multi telephone calls to Hindman re: database revisions (.7); revisions to database invoice searches (4.4).	5.10
10/19/01	Muha	Document review.	1.40
10/20/01	Atkinson	Printing documents from Summation database for attorney review.	1.60
10/21/01	Atkinson	Printing documents from Summation database for attorney review.	1.80
10/21/01	Cindrich	Document review.	2.20
10/21/01	Devine	Document review.	2.00

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Date	Name		Hours
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10/22/01	Atkinson	Printing missing Summation documents for attorney review.	.50
10/22/01	Bentz	Preparation of memo regarding witness interviews.	.50
10/22/01	Butcher	Document Review	8.20
10/22/01	Cindrich	Document review.	8.40
10/22/01	DeMarchi Sleight	Document review	8.00
10/22/01	Devine	Document review.	8.50
10/22/01	Flatley	Review correspondence (.60); e-mail to J. Restivo, et al. on status of various issues (.40); preparation for conference call (.60); conference call with W. Sparks and C. Sullivan (1.30).	2.90
10/22/01	Haines	Memorandum to Atkinson re: processing of scanned target sheets (.1); telephone calls to Hindman re: database (.3); multi memos to Hindman re: database images (.6); revisions to database and images (6.0).	7.00
10/22/01	Muha	Document review.	4.80
10/22/01	Trevelise	Telephone call with S. Haines re: scanning proposals.	.10
10/23/01	Antezana	Document review re various employees.	3.70
10/23/01	Atkinson	Reviewing, printing documents from Summation for attorney review.	1.30
10/23/01	Bentz	Preparation of historical case defense.	2.00
10/23/01	Butcher	Document Review	7.70
10/23/01	Cameron	Review J. Restivo e-mails and memos regarding open issues and things to do (.7); Review Flatley memo regarding witness meetings (.4).	1.10

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Date	Name	Hours
10/23/01	Cindrich Document review.	8.50
10/23/01	DeMarchi Sleigh Document review	8.60
10/23/01	Devine Document review.	8.50
10/23/01	Flatley Call with R. Finke (.20); review J. Restivo status memo and e-mail in response (.80); call with W. Sparks and scheduling Boston trip (.20); review memoranda and miscellaneous correspondence (1.30).	2.50
10/23/01	Haines Telephone call with Trevelise re: Coggon's proposed target sheet change (.1); memo to Coggon re: same (.1); multi memos to Hindman re: database issues (.5); telephone call to Atkinson re: tracking of database changes and hot docs coding (.2); revisions to database (4.6).	5.50
10/23/01	Muha Document review.	8.10
10/23/01	Restivo Telephone call with R. Finke re consultant review of EPA new material (0.5); review documents (1.0)	1.50
10/24/01	Antezana Document review re various employees.	2.50
10/24/01	Atkinson Reviewing, printing documents from Summation for attorney review.	1.60
10/24/01	Butcher Document Review	4.60
10/24/01	Cindrich Document review.	8.00
10/24/01	DeMarchi Sleigh Document review	6.40
10/24/01	Devine Document review.	8.10
10/24/01	Haines Telephone call with Green re: status of scanning proposals (.1); revisions to database (5.6).	5.70
10/24/01	Muha Document review.	3.70

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Date	Name		Hours
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10/24/01	Trevelise	Review correspondence re: scanning project.	.10
10/25/01	Antezana	Reviewing documents re various employees (7.0); making witness binders (1.20).	8.20
10/25/01	Bentz	Preparation of Grace historical case (2.0); meeting with L. Flatley (.3); preparation for witness interviews (.5).	2.80
10/25/01	Butcher	Document Review	2.30
10/25/01	Cameron	Review Boeing document and related materials (.3); Review materials relating to expert work (.6).	.90
10/25/01	Cindrich	Document review.	8.70
10/25/01	DeMarchi Sleigh	Document review	7.50
10/25/01	Devine	Document review.	2.60
10/25/01	Flatley	E-mails from/to Hardy, et al. (.30); with J. Bentz re: Boston trip planning (.40).	.70
10/25/01	Haines	Telephone call with Coggon re: revised target sheet and database issues (.2); memo to Trevelise, Coggon re: revised target sheet (.1); review and revise database (3.1).	3.40
10/25/01	Muha	Document review.	9.00
10/25/01	Rea	Call to witnesses and consultants	.10
10/26/01	Antezana	Reviewing documents re employee (3.0); making witness binders (.50).	3.50
10/26/01	Atkinson	Reviewing Grace/Solow files list to request witness files for J. Bentz, Esq. to review (.6); printing documents from Summation for attorney review (1.2).	1.80

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Date	Name		Hours
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10/26/01	Bentz	Preparation of Grace historical case defense.	1.80
10/26/01	Butcher	Document review	6.00
10/26/01	Cindrich	Document review.	7.20
10/26/01	DeMarchi Sleight	Document review	6.20
10/26/01	DelSole	Review of Libby CAG meeting minutes (.6); review of reports regarding Libby cleanup efforts and WTC site monitoring (.4); conference with Attorney Bentz regarding liability issues (.2); initial research of liability issues in bankruptcy (1.0).	2.20
10/26/01	Devine	Document review.	6.10
10/26/01	Flatley	Correspondence and e-mails and responses (.30); preparation for Boston trip (1.90); with J. Bentz re: Boston trip (.40).	2.60
10/26/01	Haines	Two conferences with Trevelise re: status of contract negotiations and revisions to target sheet (.6); telephone call to Coggon re: same (.3); memo to Murphy re: projected start-up (.1); revise target sheet per telephone call with Coggon (.5); memo to Trevelise re: discussions with DTI (.1); revisions to database (3.6).	5.20
10/26/01	Muha	Document review.	8.00
10/26/01	Restivo	Conference call with A. Trevelise	.50
10/26/01	Trevelise	Telephone call with J. Restivo re: status of document review.	.20
10/27/01	Antezana	Preparing witness binders.	.80
10/27/01	Atkinson	Reviewing printing documents from Summation for attorney review.	2.30
10/27/01	Bentz	Review of documents in preparation for witness interviews.	3.50

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Date	Name		Hours
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10/27/01	Cameron	Review notes of meetings with witnesses and prepare outlines regarding same (1.1); Review fee application materials (.4).	1.50
10/28/01	Atkinson	Reviewing, printing documents from Summation for attorney review.	2.60
10/28/01	Cindrich	Document review.	1.30
10/29/01	Atkinson	Reviewing, printing documents from Summation for attorney review.	1.60
10/29/01	Bentz	Review of documents in preparation for witness interviews (2.6); review of brief in support of proposed CMO (.75); review of media articles regarding Grace and Libby (1.0).	4.35
10/29/01	Butcher	Document Review	3.50
10/29/01	Cameron	Review e-mails relating to news reports (.7); Review materials from A. Running regarding CMO brief and potential expert (.8); Review various memos from J. Restivo regarding open issues (.6).	2.10
10/29/01	Cindrich	Document review.	8.80
10/29/01	DeMarchi Sleigh	Document review	6.50
10/29/01	DelSole	Research conflict of law, collateral estoppel and liability issues.	2.00
10/29/01	Devine	Document review.	8.50
10/29/01	Flatley	Call with A. Trevelise re: coding sheet review (.20); with J. Bentz re: status (.40); review deposition transcript (3.40); organizing review of brief (.60).	4.60
10/29/01	Gordon	Telephone conference with P. Lykens re: fee application (.3); review of fee application documents (.4)	.70

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Date	Name		Hours
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10/29/01	Haines	Revisions to database (4.5); multi conferences with Trevelise re: revisions to target sheet (.3); conference with Trevelise re: contract revisions (.2); memos re: revisions to target sheet and review start-up (.6); review contract revisions (.5).	6.10
10/29/01	Muha	Document review.	8.90
10/29/01	Rea	Calls with witness	.50
10/29/01	Restivo	Update running memo re documents and new data	1.00
10/29/01	Trevelise	Review and revise draft scanning contract (.5); telephone calls with K. Coggon re: status of document review (.3); telephone call with L. Flatley and J. Restivo re: target sheet (.2).	1.00
10/30/01	Atkinson	Reviewing, printing documents from Summation for attorney review (3.8); reviewing missing documents, misscanned documents called to attention by associates (1.0).	4.80
10/30/01	Bentz	Reviewing and summarizing news articles regarding Grace and Libby (1.9); review of draft reply brief in support of motion to approve CMO (.9); review of documents in preparation for witness interviews (1.20).	4.00
10/30/01	Butcher	Document Review	4.20
10/30/01	Cameron	Telephone call with R. Finke regarding various issues relating to experts (.4); Review CMO brief and respond to L. Flatley inquiries regarding same (.9).	1.30
10/30/01	Cindrich	Document review.	8.50
10/30/01	DeMarchi Sleigh	Document review	8.30

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Date	Name	Hours
10/30/01	DelSole	3.00
	Review conflict of law re: bankruptcy case issues (1.5); review liability standards in various jurisdictions (1.5).	
10/30/01	Devine	8.60
	Document review.	
10/30/01	Flatley	5.80
	Review CMO issues brief drafted by K&E (3.00); e-mail to D. Cameron, et al. re: brief (.50); call with D. Cameron and with him re: brief (.40); reviewing documents in preparation for Boston meetings (1.90);.	
10/30/01	Gordon	2.20
	Prepare service list (.5); prepare and perfect filing and service of First Interim Fee Application (1.5); telephone conference with P. Lykens re: same (.2)	
10/30/01	Haines	6.50
	Telephone call with Trevelise re: revisions to target sheet (.2); memo to Hindman re: database access (.1); telephone call with Thornton, two telephone calls with Green at On-Site re: contract (.4); memos to Murphy re: review schedule (.3); telephone call with Trevelise re: telephone call with Thornton (.1); revisions to database (4.8); memos to Atkinson re: review schedule (.3); memos to Coggon re: contract revisions (.2); telephone call with Coggon re: same (.3); telephone call with Trevelise re: contract revisions (.1).	
10/30/01	Muha	9.00
	Document review.	
10/30/01	Restivo	.50
	Update running memos	
10/31/01	Atkinson	1.30
	Reviewing, printing documents from Summation for attorney review.	
10/31/01	Bentz	4.70
	Reviewing and summarizing numerous articles regarding Grace and Libby (2.1); review of Grace documents in preparation for witness interviews (2.6).	

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Date	Name		Hours
10/31/01	Butcher	Document Review	1.50
10/31/01	Cameron	Review materials relating to air testing data (.7); Review recent media reports regarding Libby and related issues (.9).	1.60
10/31/01	Cindrich	Document review.	8.90
10/31/01	DeMarchi Sleigh	Document review	5.90
10/31/01	DelSole	Continued review of liability issues under bankruptcy code.	2.00
10/31/01	Devine	Document review.	8.60
10/31/01	Flatley	E-mail to Running et al. re: draft brief (0.8); prepare for Phoenix trip (0.5); review documents for Boston meetings (5.5).	6.80
10/31/01	McDaniel	Continued document review	5.30
10/31/01	Muha	Document review.	9.00
10/31/01	Rea	Call with witness.	.10
10/31/01	Restivo	Review draft CMO memorandum (1.5); review USA v. Grace (1.0); review documents (0.5)	3.00
TOTAL HOURS			1126.45

TIME SUMMARY	Hours	Rate	Value
Andrew J. Trevelise	10.30	at \$ 325.00 =	3,347.50
James J. Restivo Jr.	34.50	at \$ 380.00 =	13,110.00
Lawrence E. Flatley	61.50	at \$ 340.00 =	20,910.00
Douglas E. Cameron	55.90	at \$ 325.00 =	18,167.50
James W Bentz	73.45	at \$ 260.00 =	19,097.00
Traci Sands Rea	2.10	at \$ 240.00 =	504.00
Stephen J. DelSole	22.20	at \$ 250.00 =	5,550.00
Scott M. Cindrich	187.00	at \$ 180.00 =	33,660.00
Lisa D. DeMarchi Sleigh	95.40	at \$ 180.00 =	17,172.00
Bryan C. Devine	155.30	at \$ 180.00 =	27,954.00
Jayne L. Butcher	84.70	at \$ 180.00 =	15,246.00
Jeffrey A. McDaniel	19.80	at \$ 180.00 =	3,564.00
Andrew J. Muha	170.80	at \$ 180.00 =	30,744.00

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Patricia E. Antezana	21.70	at	\$	180.00	=	3,906.00
M. Susan Haines	63.10	at	\$	135.00	=	8,518.50
Kelly Gordon	2.90	at	\$	120.00	=	348.00
Maureen L. Atkinson	65.80	at	\$	110.00	=	7,238.00

CURRENT FEES	229,036.50
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TOTAL BALANCE DUE UPON RECEIPT	----- \$ 229,036.50 =====
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Tax ID# 25-0749630

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One Town Center Road
Boca Raton, FL 33486

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Invoice Date 11/26/01
Client Number 172573

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Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Expenses 10,314.97

TOTAL BALANCE DUE UPON RECEIPT \$ 10,314.97
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 Boca Raton, FL 33486

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 Invoice Date 11/26/01
 Client Number 172573
 Matter Number 60026

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Re: (60026) Special Abestos Counsel

FOR COSTS ADVANCED AND EXPENSES INCURRED:

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09/18/01	312-861-2412/CHICAGO, IL/32	4.75
09/18/01	215-851-8250/PHILA, PA/9	.69
09/19/01	617-426-5900/BOSTON, MA/3	.29
09/19/01	303-861-7000/DENVER, CO/6	.63
09/20/01	617-426-5900/BOSTON, MA/16	1.72
09/20/01	303-861-7000/DENVER, CO/16	1.72
09/20/01	617-426-5900/BOSTON, MA/1	.08
09/21/01	215-851-8250/PHILA, PA/11	.84
09/25/01	212-309-6305/NEW YORK, NY/21	3.22
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09/25/01	303-861-7000/DENVER, CO/42	4.65
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09/27/01	Courier Service - FEDERAL EXPRESS CORP	13.76
09/27/01	Courier Service - FEDERAL EXPRESS CORP	11.79
09/27/01	Courier Service - FEDERAL EXPRESS CORP	11.79

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10/16/01	Transportation - - DOUGLAS E. CAMERON D.C./BALTIMORE 10/9-12/01	50.40
10/16/01	Telephone - Outside - - DOUGLAS E. CAMERO D.C./BALTIMORE 10/9-12/01	34.03
10/16/01	Parking - - PETTY CASH CUSTODIAN PARKING 10/6/01 AND 9/29/01	6.00
10/16/01	Mileage Expense - - MILEAGE FOR 10-6-01 A 9-29-01	13.64
10/16/01	Mileage Expense - - 60 MILES AND PARKING	21.60
10/16/01	Transportation - - PETTY CASH CUSTODIAN P 10/13-10/14 S. HELBLING	6.00
10/16/01	Meal Expense - - DINNER/OVERTIME	9.00
10/16/01	Mileage Expense - - FOR 10/13-14/01 S. HE	13.64
10/16/01	ATTY # 0856; 16 COPIES	2.40

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10/16/01	ATTY # 0396; 9 COPIES	1.35
10/16/01	ATTY # 0396: 3 COPIES	.45
10/16/01	ATTY # 0396: 3 COPIES	.45
10/16/01	ATTY # 0349: 1 COPIES	.15
10/17/01	ATTY # 0349; 23 COPIES	3.45
10/17/01	ATTY # 0235; 2 COPIES	.30
10/17/01	ATTY # 0235; 1 COPIES	.15
10/17/01	ATTY # 0349: 1 COPIES	.15
10/17/01	ATTY # 0349: 1 COPIES	.15
10/17/01	ATTY # 0349: 1 COPIES	.15
10/17/01	ATTY # 0235: 1 COPIES	.15
10/17/01	ATTY # 0235: 1 COPIES	.15
10/17/01	ATTY # 0235: 1 COPIES	.15
10/17/01	312-861-2200/CHICAGO, IL/4	.54
10/17/01	412-288-7299/PITTSBURGH, PA/6	.45
10/17/01	713-874-6861/HOUSTON, TX/2	.18
10/18/01	Outside Duplicating - - DITTO DOCUMENT SERVICES, INC.	1799.53
10/18/01	ATTY # 0349; 6 COPIES	.90
10/18/01	ATTY # 0689; 12 COPIES	1.80
10/18/01	ATTY # 0349; 270 COPIES	40.50
10/18/01	ATTY # 0349: 18 COPIES	2.70
10/18/01	ATTY # 0349: 18 COPIES	2.70
10/18/01	ATTY # 0349: 6 COPIES	.90
10/18/01	ATTY # 0349: 6 COPIES	.90
10/18/01	ATTY # 0349: 6 COPIES	.90
10/18/01	ATTY # 1847: 10 COPIES	1.50

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10/18/01	ATTY # 0235: 2 COPIES	.30
10/18/01	ATTY # 0235: 4 COPIES	.60
10/18/01	ATTY # 0235: 8 COPIES	1.20
10/18/01	ATTY # 0235: 4 COPIES	.60
10/18/01	ATTY # 0235: 6 COPIES	.90
10/18/01	ATTY # 4077; 169 COPIES	16.90
10/19/01	ATTY # 0396; 21 COPIES	3.15
10/19/01	ATTY # 0396; 12 COPIES	1.80
10/19/01	ATTY # 0349; 21 COPIES	3.15
10/19/01	ATTY # 0349; 1 COPIES	.15
10/19/01	ATTY # 0349; 21 COPIES	3.15
10/19/01	ATTY # 0396; 2 COPIES	.30
10/19/01	ATTY # 4077; 286 COPIES	28.60
10/19/01	ATTY # 0396: 2 COPIES	.30
10/19/01	ATTY # 0396: 2 COPIES	.30
10/19/01	ATTY # 0396: 1 COPIES	.15
10/19/01	ATTY # 0396: 4 COPIES	.60
10/19/01	561-362-1551/BOCA RATON, FL/25	3.78
10/21/01	ATTY # 0856; 3 COPIES	.45
10/21/01	Secretarial Overtime	487.50
10/22/01	ATTY # 0559; 4 COPIES	.60
10/22/01	ATTY # 0559; 2 COPIES	.30
10/22/01	ATTY # 0559; 104 COPIES	15.60
10/22/01	Meal Expense - - S. HELBLING - LUNCH 10/20-21/01	9.75
10/22/01	Transportation - - PETTY CASH CUSTODIAN S HELBLING - PARKING 10/20-21/01	6.00

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10/22/01	Mileage Expense - - S. HELBLING 10/20-21/ MILEAGE	13.64
10/22/01	ATTY # 0349: 2 COPIES	.30
10/22/01	ATTY # 0349: 8 COPIES	1.20
10/22/01	ATTY # 0885: 8 COPIES	1.20
10/22/01	ATTY # 0885: 1 COPIES	.15
10/22/01	ATTY # 0349: 2 COPIES	.30
10/23/01	ATTY # 0885: 7 COPIES	1.05
10/23/01	ATTY # 0235: 4 COPIES	.60
10/23/01	ATTY # 0235: 8 COPIES	1.20
10/23/01	215-851-8232/PHILA, PA/9	.75
10/23/01	561-362-1533/BOCA RATON, FL/11	1.68
10/24/01	General Expense - - MINERALOGIAL ASSOC.	147.32
10/24/01	General Expense - - MINERALOGIAL ASSOC.	73.30
10/24/01	TRAVEL TO BOSTON, MA ON OCT 3-4, 2001 FEE CHANGE OF AIRPLANE (M. SUSAN HAINES)	50.00
10/24/01	ATTY # 0885: 1 COPIES	.15
10/24/01	ATTY # 4077; 8 COPIES	.80
10/24/01	ATTY # 4077; 2 COPIES	.20
10/24/01	ATTY # 4077; 13 COPIES	1.95
10/24/01	ATTY # 4077; 545 COPIES	54.50
10/24/01	ATTY # 4077; 516 COPIES	51.60
10/24/01	ATTY # 4077; 2 COPIES	.20
10/25/01	Meal Expense - - JAMES W. BENTZ PHILA. 10/15-17/01	20.66
10/25/01	Lodging - - JAMES W. BENTZ PHILA. 10/15-1	307.80
10/25/01	Taxi Expense - - JAMES W. BENTZ PHILA. 10/15-17/01	50.00

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10/25/01	Transportation - - JAMES W. BENTZ PHILA. 10/15-17/01	19.00
10/25/01	Telephone - Outside - - JAMES W. BENTZ PH 10/15-17/01	29.32
10/25/01	LUNCH WITH WITNESSES ON 10/17/01 (LAWRENC FLATLEY)	97.49
10/25/01	ATTY # 0885: 7 COPIES	1.05
10/25/01	ATTY # 0885: 7 COPIES	1.05
10/25/01	ATTY # 0856: 2 COPIES	.30
10/25/01	ATTY # 0885: 7 COPIES	1.05
10/25/01	ATTY # 0235: 1 COPIES	.15
10/25/01	ATTY # 4077; 8 COPIES	.80
10/25/01	ATTY # 4077; 28 COPIES	2.80
10/25/01	ATTY # 4077; 6 COPIES	.90
10/25/01	ATTY # 4077; 678 COPIES	67.80
10/25/01	ATTY # 4077; 10 COPIES	1.50
10/25/01	ATTY # 4077; 657 COPIES	65.70
10/25/01	ATTY # 4077; 15 COPIES	2.25
10/25/01	ATTY # 4077; 5 COPIES	.75
10/25/01	303-866-0408/DENVER, CO/3	.30
10/26/01	Transcript Expense - - VORYS SATER SEYMOU	90.00
10/26/01	ATTY # 0856: 5 COPIES	.75
10/26/01	ATTY # 0885: 14 COPIES	2.10
10/26/01	ATTY # 0235: 1 COPIES	.15
10/26/01	ATTY # 4077; 8 COPIES	.80
10/26/01	ATTY # 4077; 4 COPIES	.40
10/26/01	ATTY # 4077; 772 COPIES	77.20
10/27/01	ATTY # 4077; 1 COPIES	.15

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10/29/01	302-778-7550/WILMINGTON, DE/4	.57
10/29/01	Meal Expense - - S. HELBLING - LUNCH - 10/28	10.12
10/29/01	Transportation - - S. HELBLING - PARKING 10/27-28/01	6.00
10/29/01	Mileage Expense - - S. HELBLING - 10/27-8	13.64
10/29/01	ATTY # 0349; 155 COPIES	23.25
10/29/01	ATTY # 0396; 21 COPIES	3.15
10/29/01	215-851-8250/PHILA, PA/4	.28
10/29/01	ATTY # 0885: 4 COPIES	.60
10/29/01	ATTY # 0349: 1 COPIES	.15
10/29/01	ATTY # 0559: 3 COPIES	.45
10/29/01	215-851-8250/PHILA, PA/9	.73
10/30/01	Meal Expense - - 10/9/01 - Lunch ordered Cameron for witness meeting in DC office.	39.49
10/30/01	Meal Expense - - 10/10/01 - Breakfast for Cameron for witness meeting in DC office.	6.99
10/30/01	Meal Expense - - 10/10/01 - Lunch ordered Cameron for witness meeting in DC office.	40.54
10/30/01	ATTY # 0349; 80 COPIES	12.00
10/30/01	ATTY # 0349; 10 COPIES	1.50
10/30/01	ATTY # 0685; 267 COPIES	40.05
10/30/01	ATTY # 0685; 83 COPIES	12.45
10/30/01	ATTY # 0349: 6 COPIES	.90
10/30/01	ATTY # 0349: 16 COPIES	2.40
10/30/01	ATTY # 0349: 7 COPIES	1.05

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10/30/01	ATTY # 0349: 6 COPIES	.90
10/30/01	ATTY # 0349: 6 COPIES	.90
10/30/01	ATTY # 0396: 3 COPIES	.45
10/30/01	ATTY # 0349: 7 COPIES	1.05
10/30/01	ATTY # 0396: 3 COPIES	.45
10/30/01	ATTY # 0349: 1 COPIES	.15
10/30/01	212-252-9700/NEW YORK, NY/6	.65
10/31/01	Postage Expense	.80
10/31/01	Outside Duplicating - - NEW MEDIA, INC.	20.12
10/31/01	Sodas for meeting - 9/28/01	5.00
10/31/01	ATTY # 0349; 37 COPIES	5.55
10/31/01	ATTY # 0349; 10 COPIES	1.50
10/31/01	ATTY # 0349; 251 COPIES	37.65
10/31/01	ATTY # 0349; 2 COPIES	.30
10/31/01	ATTY # 0856: 21 COPIES	3.15
10/31/01	ATTY # 1847: 10 COPIES	1.50
10/31/01	ATTY # 0885: 6 COPIES	.90
10/31/01	ATTY # 0349: 1 COPIES	.15
10/31/01	ATTY # 0349: 1 COPIES	.15
CURRENT EXPENSES		10,314.97

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TOTAL BALANCE DUE UPON RECEIPT

\$ 10,314.97
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